

VONAGE HOLDINGS CORP  
Form SC 13G/A  
February 13, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 7)\*

Vonage Holdings Corp.

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(Name of Issuer)

Common Stock, \$.001 par value per share

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(Title of Class of Securities)

92886T201

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(CUSIP Number)

December 31, 2012

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13G

Item 1(a).

Name of Issuer:

Vonage Holdings Corp.

Item 1(b).

Address of Issuer's Principal Executive Offices:

23 Main Street, Holmdel, NJ 07733.

Item 2(a). Names of Persons Filing:

New Enterprise Associates 10, Limited Partnership ("NEA 10"); NEA Partners 10, Limited Partnership, which is the sole general partner of NEA 10 ("NEA Partners 10"); M. James Barrett ("Barrett"), Peter J. Barris ("Barris") and Scott D. Sandell ("Sandell") (collectively, the "Managers") who are the individual general partners of NEA Partners 10; New Enterprise Associates 11, Limited Partnership ("NEA 11"); NEA Partners 11, Limited Partnership ("NEA Partners 11"), which is the sole general partner of NEA 11; and NEA 11 GP, LLC ("NEA 11 GP"), which is the sole general partner of NEA Partners 11; and C. Richard Kramlich ("Kramlich"), Charles W. Newhall III ("Newhall") and Mark W. Perry ("Perry"). The Managers are also individual managers of NEA 11 GP. The persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of NEA 10, NEA Partners 10, NEA 11, NEA Partners 11 and NEA 11 GP is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of Sandell is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barris and Barrett is New Enterprise Associates, 5425 Wisconsin Ave., Suite 800, Chevy Chase, MD 20815.

Item 2(c). Citizenship:

NEA 10, NEA Partners 10, NEA 11 and NEA Partners 11 are limited partnerships organized under the laws of the State of Delaware. NEA 11 GP is a limited liability company organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

Item 2(d).

Title of Class of Securities:

Common Stock, \$.001 par value ("Common Stock").

Item 2(e).

CUSIP Number:

92886T201.

Item 3.If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is  
a:

Not applicable.

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Item 4. Ownership.

Not applicable.

Item 5. Ownership of Five Percent or Less of a Class.

Each Reporting Person has ceased to beneficially own five percent (5%) or more of the Issuer's outstanding Common Stock.

Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13G.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 13, 2013

NEW ENTERPRISE ASSOCIATES 11,  
LIMITED PARTNERSHIP

By: NEA PARTNERS 11, LIMITED PARTNERSHIP  
General Partner

By: NEA 11 GP, LLC  
General Partner

By: \*  
\_\_\_\_\_  
Peter J. Barris  
Manager

NEA PARTNERS 11, LIMITED PARTNERSHIP

By: NEA 11 GP, LLC  
General Partner

By: \*  
\_\_\_\_\_  
Peter J. Barris  
Manager

NEA 11 GP, LLC

By: \*  
\_\_\_\_\_  
Peter J. Barris  
Manager

NEW ENTERPRISE ASSOCIATES 10, LIMITED PARTNERSHIP

By: NEA PARTNERS 10, LIMITED PARTNERSHIP  
General Partner

By: \*

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Peter J. Barris  
General Partner

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Charles  
W.  
Newhall  
III

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Mark  
W.  
Perry

\*

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Scott D.  
Sandell

\*By: /s/ Louis S. Citron

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Louis S. Citron  
As attorney-in-fact

This Amendment No. 7 to Schedule 13G was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Vonage Holdings Corp.

EXECUTED this 13th day of February, 2013.

NEW ENTERPRISE ASSOCIATES 11,  
LIMITED PARTNERSHIP

By: NEA PARTNERS 11, LIMITED PARTNERSHIP  
General Partner

By: NEA 11 GP, LLC  
General Partner

By: \*  
\_\_\_\_\_  
Peter J. Barris  
Manager

NEA PARTNERS 11, LIMITED PARTNERSHIP

By: NEA 11 GP, LLC  
General Partner

By: \*  
\_\_\_\_\_  
Peter J. Barris  
Manager

NEA 11 GP, LLC

By: \*  
\_\_\_\_\_  
Peter J. Barris  
Manager

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NEW ENTERPRISE ASSOCIATES 10,  
LIMITED PARTNERSHIP

By: NEA PARTNERS 10, LIMITED PARTNERSHIP  
General Partner

By: \*  
\_\_\_\_\_  
Peter J. Barris  
General Partner

NEA PARTNERS 10, LIMITED PARTNERSHIP

By: \*  
\_\_\_\_\_  
Peter J. Barris  
General Partner

\*  
\_\_\_\_\_  
M.  
James  
Barrett

\*  
\_\_\_\_\_  
Peter  
J.  
Barris

\*  
\_\_\_\_\_  
Forest  
Baskett

\*  
\_\_\_\_\_  
Ryan  
D.  
Drant

\*  
\_\_\_\_\_

C.  
Richard  
Kramlich

\*

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Krishna  
S.  
Kolluri

\*

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Charles  
W.  
Newhall  
III

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Mark  
W.  
Perry

\*

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Scott D.  
Sandell

\*By: /s/ Louis S. Citron

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Louis S. Citron  
As attorney-in-fact

This Agreement was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney, a copy of which is attached as Exhibit 2.

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## EXHIBIT 2

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Charles W. Newhall III, Louis S. Citron, Eugene A. Trainor III, Timothy Schaller and Shawn Conway, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 4th day of May, 2009.

/s/ M. James Barrett

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M. James Barrett

/s/ Peter J. Barris

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Peter J. Barris

/s/ Forest Baskett

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Forest Baskett

/s/ Rohini Chakravarthy

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Rohini Chakravarthy

/s/ Patrick Chung

---

Patrick Chung

/s/ Ryan Drant

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Ryan Drant

/s/ Shawn Conway

---

Shawn Conway

/s/ Anthony A. Florence

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Anthony A. Florence

/s/ Robert Garland

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Robert Garland

/s/ Paul Hsiao

---

Paul Hsiao

---

/s/ Vladimir Jacimovic

---

Vladimir Jacimovic

/s/ Patrick J. Kerins

---

Patrick J. Kerins

/s/ Suzanne King

---

Suzanne King

/s/ Krishna S. Kolluri

---

Krishna S. Kolluri

/s/ C. Richard Kramlich

---

C. Richard Kramlich

/s/ Charles M. Linehan

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Charles M. Linehan

/s/ Edward Mathers

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Edward Mathers

/s/ David M. Mott

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David M. Mott

/s/ John M. Nehra

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John M. Nehra

/s/ Charles W. Newhall III

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Charles W. Newhall III

/s/ Jason R. Nunn

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Jason R. Nunn

/s/ Mark W. Perry

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Mark W. Perry

/s/ Jon Sakoda

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Jon Sakoda

/s/ Scott D. Sandell

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Scott D. Sandell

/s/ Peter W. Sonsini

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Peter W. Sonsini

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/s/ A. Brooke Seawell

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A. Brooke Seawell

/s/ Eugene A. Trainor III

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Eugene A. Trainor III

/s/ Ravi Viswanathan

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Ravi Viswanathan

/s/ Paul E. Walker

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Paul E. Walker

/s/ Harry Weller

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Harry Weller